

# Overseas Synthetics Limited

To,  
The Deputy General Manager  
Corporate Relations Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
**Mumbai – 400 001**

**Script Code: 514330**

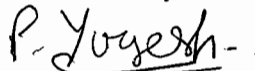
**Sub.: Intimation regarding dispatch of Postal Ballot Form and Notice under Section 192 A of the Companies Act, 1956.**

Dear Sir,

Please refer to our earlier letter dated 17<sup>th</sup> September, 2012 in respect of intimation regarding seeking approval of Members of the Company by Postal Ballot under Section 192 A of the Companies Act, 1956. In the said connection, we would like to inform you that the Company has dispatched Postal Ballot Form along with Notice to the shareholders of the Company on 22<sup>nd</sup> September, 2012. We are attaching herewith 6 copies of notice for Postal Ballot along with Postal Ballot Form with a request to kindly take the same on your record and oblige.

Thanking You,

Your's sincerely,  
**For Overseas Synthetics Limited**



**Yogesh Parmar**  
**Company Secretary**

**Place : Surat**  
**Date : 26.09.2012**

Encl.: As Above

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**Regd. Off.: Nutan Estate, Vasta Devdi Road, Madhav Baug Lane, Surat – 395 004**  
**Tel. No.+91-261-6535351 Email:overseasad1@hotmail.com**

## OVERSEAS SYNTHETICS LIMITED

Registered Office: Nutan Estate, Vasta Devdi Road, Madhav Baug Lane, Katargam, Surat-395004

### POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholders,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (passing of the resolution by postal ballot) Rules, 2011, as amended from time to time ("Postal Ballot Rules"), that it is proposed to transact the Special Business by the Members of the Company by passing the following Special Resolutions by means of Postal Ballot:

**1. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Section 17, 192A and all other applicable provisions, if any, of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for the time being in force) the present clause III of the Company's Memorandum of Association be is hereby altered in the manner and to the extent stated below :

The following sub clause 3 be inserted after the present sub clause 2 in the Main Object Clause III (A) of the Memorandum of Association of the Company:

"(3) To carry on the business as manufacturers, processors, importers, exporters, dealers, sellers, buyers, consignors, consignees, agents, stockiest, suppliers of all classes, kinds, types and nature of chemicals, dyes, pigments and auxiliaries, intermediates including but without limiting the generality of the foregoing, heavy chemicals, fine chemicals, organic and inorganic chemicals, pharmaceuticals, drugs and medicinal chemicals, gum, allied chemicals and boiling agents for textiles, paints, cosmetics, pharmaceuticals, paper, processing, leather, metals, food pigments and other industries made from whatever substances including minerals."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to agree to and accept such modifications, terms and conditions in the newly inserted object clause as may be accepted by the concerned authorities and to modify the same accordingly and obtain confirmation and to do all such acts, deeds, matters and things as may be necessary to implement the aforesaid resolution.

RESOLVED FURTHER THAT pursuant to Section 149 (2A) of the Companies Act, 1956, consent of the Board of Directors be and is hereby granted to the Company for commencing the business as stated in the Sub-clause 3 of the Main Object Clause III (A) of the Memorandum of Association of the Company upon the aforesaid clause becoming effective and that the Board of Directors be and hereby authorised to take up and commerce such business at the time and in the manner they deem fit."

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized, jointly and severally, to take all the necessary actions to implement this resolution.

**2. To consider and , if thought fit, to pass, through Postal Ballot, the following Resolution as a Special Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 146 (2), 192A and all other applicable provisions, if any, of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modifications or re- enactment thereof for the time being in force), with effect from 30.10.2012, the Registered Office of the Company be shifted from Nutan Estate, Vasta Devdi Road, Madhav Baugh, Katargam, Surat – 395 004 to Block No 355, Manjusar Kinpad Road Village: Manjusar, Taluka: Savli, Vadodara.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized, jointly and severally, to take all the necessary actions to implement this resolution".

**By Order of the Board,  
For Overseas Synthetics Limited**

**Yogesh Parmar  
Company Secretary**

**Place: Vadodara**

**Date: 15/09/2012**

Regd. Office:

Nutan Estate, Vasta Devdi Road,  
Madhav Baugh Lane, Katargam, Surat- 395 004

**Notes:**

1. The relative Explanatory Statement pursuant to Section 173(2) of the Companies ACT, 1956 setting the material facts is annexed hereto.
2. In terms of Section 192A of the Companies Act, 1956 read with the Companies (passing of the resolution by postal ballot) Rules, 2011, the items of business as set out in the Notice above are sought to be passed by Postal Ballot.
3. The Board of Directors at its meeting held on 15th September, 2012 has appointed Mr. Hemang M. Mehta of M/s. H. M. Mehta & Associates, Practicing Company Secretary, Vadodara as Scrutinizer to receive and scrutinize the completed ballot papers received from the members and for conducting the Postal Ballot Process in a fair and transparent manner. The Postal Ballot Form and the self-addressed business reply envelope are enclosed for use of Members.
4. The notice is being sent to all the Members, whose name would appear in the Register of Members of the Company on 15th September, 2012.
5. Members are requested to read carefully the instructions printed in the postal ballot form and return the form duly completed in all respect along with assent (for) or dissent (against), in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Saturday, the 27th day of October, 2012 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny.
6. Please be informed that the Company is providing voting through postal mode only. The option for voting by electronic mode is not provided and hence, the same cannot be exercised by the members.
7. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days except Sunday between 11.00 a.m. and 1.00 p.m. up to the date and time of announcement of the results by the Postal Ballot.
8. The Special Resolution mentioned above shall be declared as passed if the numbers of votes cast in its favour are not less than three times the number of votes cast, if any, against the said resolution.

## **ANNEXURE TO NOTICE**

### **Explanatory Statement Pursuant to Section 173(2) and 192A of the Companies Act, 1956 to the accompanying Notice**

#### **Item No. 1 & 2:**

As members are aware, your Company has stopped its manufacturing activity for last several years and also discontinued trading activity for last couple of years. Further, during the financial year ended 31.03.2012, the Company finally disposed off its balance immovable properties including factory land and building situated at Nutan Estate, Vasta Devdi Road, Madhav Baugh, Katargam, Surat-395 004.

As a matter of fact, the erstwhile promoters of the Company namely, Mr. Haribhai R Patel, Mr. Rohitbhai H Patel, Mrs. Geeta Rohitbhai Patel, Mr. Mehulbhai H Patel and Mr. Dinkarbhai H Patel have transferred their entire shareholdings, representing 58.83% of the present voting capital of the Company, in favour of acquirers / new group of promoters namely, Mr. Nareshkumar Vijaykumar Goyal, Mrs. Shubharangana Nareshkumar Goyal, Mr. Navdeep Nareshkumar Goyal Mr. Kamal Rajendra Aggarwal and Mrs. Minal Kamal Aggarwal of Vadodara who have vide their Letter of Offer dated 24th July, 2012, made an Open Offer to the Shareholder(s) of the Company and could acquire total 78,317 equity shares (equivalent to 1.10% of Company's paid up capital) from the public shareholders.

On completion of Offer as mentioned above and on completion of related formalities thereto, the acquirers have finally acquired and now holds in aggregate 42,58,293 (representing 59.94 % of Company's paid up capital) and they have virtually taken over the control and management of the Company from the erstwhile promoters.

The said acquirers / new group of promoters have commendable experience in manufacturing of fine and other chemicals, Laboratory and Industrial Glassware and Construction and Development and with their wisdom and available infrastructure, they intend to put the Company in to its right perspective with various corporate strategies and actions. The proposed business activity in terms of Section 17 of the Companies Act, 1956 will enable the Company to attain its main purpose by new improved means and by changing local area of operations. Accordingly, it is proposed to insert sub-clause 3 after existing sub-clause 2 in the Main Object Clause III (A) to the Memorandum of Association of the Company in terms of the provisions of Section 17 of the Companies Act, 1956. As per Section 149(2A) of the Companies Act, 1956, it would be necessary for the members to accord their approval to the Company for commencing the activity as set out in the newly inserted sub-clause 3 of the memorandum of Association of the Company.

Moreover, since the said promoters as well as other directors of the Company are located at Vadodara, to carry on the business activities more economically and efficiently, it would be beneficial to shift the existing registered office of the Company from Surat to Vadodara, which falls within the same State of Gujarat. In accordance with the provisions of Section 146(2) of the Companies Act, 1956, the proposed change in place of registered office would require approval of the shareholders at their general meeting by passing a Special Resolution.

The Directors therefore recommend the proposed the Special Resolutions as set out at item number 1 and 2 of this notice for approval of the Members.

A copy of the Memorandum of Association of the Company along with the proposed insertions will be available for inspection by the members at the Registered Office of the Company between 11.00 a.m and 1.00 p.m. on all working days up to the date and time of announcement of the results by the Postal Ballot.

None of the Directors of the Company is interested or concerned in the said resolution except to the extent of their respective shareholding of the Company.

**By Order of the Board,  
For Overseas Synthetics Limited**

**Yogesh Parmar  
Company Secretary**

**Place: Vadodara  
Date: 15/09/2012**

Regd. Office:  
Nutan Estate, Vasta Devdi Road,  
Madhav Baugh Lane, Katargam,  
Surat- 395 004

## OVERSEAS SYNTHTICS LIMITED

Registered Office: Nutan Estate, Vasta Devdi Road, Madhav Baug, Katargam, Surat-395004

### POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Name and Registered Address  
of the Sole/First named Member  
[In Block Letters]
2. Name(s) of the Joint holder(s), if any  
[In Block Letters]
3. Registered Folio No. / DP ID / Client ID No. :  
\*(Applicable to Members holding Shares  
In dematerialized form)
4. No of Shares held
5. I/We hereby exercise my / our vote in respect of Special Resolution to be passed through Postal Ballot for the business sated in the notice of the Company dated 15th September, 2012 by sending my / our assent (FOR) or dissent (AGAINST) to the said Resolution by placing (✓) mark at the appropriate box below :

(Tick in both the boxes will render the ballot invalid)

Sr. No.	Description	Type of Resolution	No of Shares held	(For)	(Against)
				I/We assent to the Resolution	I/We dissent to the Resolution
01	Resolution under Section 17 of the Companies Act, 1956 for amending the Object Clause of the Memorandum of Association of the Company.	Special			
02	Resolution under Section 146(2) of the Companies Act, 1956 for Shifting of Company's Registered Office from Surat City to Vadodara City, within the Same State of Gujarat.	Special			

Place:

Date:

E-mail ID:

\_\_\_\_\_  
(Signature of the Member)

**Note: Please read the instructions printed overleaf carefully before exercising your vote.**

## INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot has to complete this Postal Ballot Form and send it to the Scrutinizer in the attached pre-paid self addressed envelope. Postage will be borne and paid by the Company. However, any envelopes containing Postal Ballot form, if deposited in person or if sent by courier at the expense Member, will also be accepted.
2. Please be informed that the Company is providing voting through postal ballot only. The option for voting by electronic mode is not provided and hence, the same cannot be exercised by the members.
3. Please convey your assent /dissent in this Postal Ballot Form. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a ( ✓ ) mark in the appropriate column. The assent or dissent received in any other form shall not be considered valid.
4. This Postal Form shall be duly completed and signed by the Member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company in respect of shares held in the physical form) by the first named Member and in his/hr absence, by the next named joint-holder.  
Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
5. Unsigned, Incomplete or Incorrect Postal Ballot Forms Shall be rejected.
6. Kindly ensure that duly completed Postal Ballot Form reaches the Scrutinizer before close of working hours of Saturday, the 27th day of October, 2012. Postal Ballot Form received after 27.10.2012 will be strictly treated as if, the reply from the Member(s) has not been received.
7. The self addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
8. A Member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the date specified under instruction 6 above i.e. on or before Saturday, the 27th day of October, 2012.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on the date of dispatch of the Notice.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed pre-paid self addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
11. A Member needs not use all his/her votes nor he/she needs to cast all his/her votes in the same way.
12. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
13. There will be only one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
14. The decision of the Scrutinizer on the validity of the Postal Ballot will be final.

**BUSINESS REPLY ENVELOPE**

**POSTAGE  
WILL BE  
PAID BY THE  
ADDRESSEE**

**PERMIT NO. : BRD (W) 169**

**Post Office : RACE COURSE, VADODARA - 390 007.**

**NO POSTAGE  
STAMP  
NECESSARY  
IF POSTED  
IN INDIA**

**TO,  
SHRI HEMANG M MEHTA (SCRUTINIZER FOR POSTAL BALLOT)  
MCS LIMITED  
Neelam Apartment, 88, Sampatrao Colony,  
B/h. Standard Chartered Bank  
Alkapuri, Vadodara - 390 007, Gujarat**

**Unit : OVERSEAS SYNTHETICS LIMITED**

**MCS Limited**  
**Register and Share Transfer Agents**  
**Unit : Overseas Synthetics Limited**  
Neelam Apartment,  
88, Sampatrao Colony,  
Above Chappanbhog,  
Alkapuri, Vadodara - 390 007.



**OVERSEAS SYNTHETICS LIMITED**

Regd. Office:- Nutan Estate, Vasta Devdi Road, Madhav Baug, Katargam, Surat 395004.

**NOTICE**

Shareholders are hereby informed that the Company has on 22nd, September, 2012, completed the dispatch of Notice, dated 15th September, 2012 under Section 192A of the Companies Act, 1956 along with the Postal Ballot Form and a self addressed business reply envelope (for which postage stamp will be paid by the Company) in relation to special resolutions under Section 17 read with Section 146(2) of the Companies Act, 1956 seeking shareholders consent for altering the Main Object Clause of the Company by inserting sub clause 3 in the Main Object clause III A of the Memorandum of Association of the Company and shifting the registered office of the Company from Surat to Vadodara.

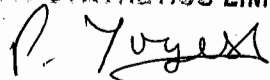
The Board of Directors has appointed Shri Hemang M. Mehta of H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer will submit the report to the Board of Directors of the Company after completion of the Scrutiny and results of the Postal Ballot will be announced on Tuesday, the 30th day of October, 2012 at Company's registered office situated at Surat. The results of the postal will be posted on Company's website at [www.overseassynthetics.com](http://www.overseassynthetics.com) for information of the members, besides being communicated to BSE. The date of declaration of the Postal Ballot results will be taken as the date of passing the resolution.

Shareholders are requested to note that the Postal Ballot Form duly completed and signed should reach the Scrutinizer not later than the closing of working hours on Saturday, 27th October, 2012. All Postal Ballot Forms received after the said date will be strictly treated as if reply from such shareholders has not been received. A Member may request for a duplicate postal ballot form, if so required. A person who has become Member after 15.09.2012 but before 27.10.2012 may obtain the postal ballot form from the Company and vote on the Resolutions by Postal Ballot. The voting rights of Members shall be reckoned on 27.10.2012, which is the cutoff date.

For Overseas Synthetics Limited

Place : SURAT  
Date: 26.09.2012Yogesh C. Parmar  
Company Secretary

FOR OVERSEAS SYNTHETICS LIMITED

  
AUTHORISED SIGNATORY